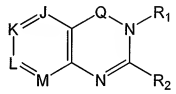
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims

1-12 (cancelled)

13 (currently amended) A compound of Formula XXIX



XXIX

wherein

Q is selected from the group consisting of CO, CS and $C=NR_9$,

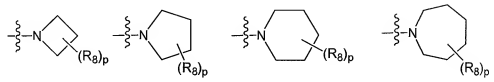
J, ~~K,~~ L, and M are each CR_{12},

K is CR_{12}, where R_{12} is selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R_1 is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, and halo,

R_2 is -UV,

-UV is selected from the group consisting of



p is 0-12,

each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, ~~thio,~~ and alkoxy, each substituted or unsubstituted,

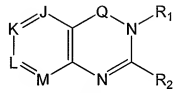
each R_9 is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties.

14-26 (cancelled)

27 (cancelled) ~~A compound according to claim 13, according to claim 13, wherein K is CR_{12}, where R_{12} is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.~~

28 (previously presented) A compound of Formula XXIX



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR_9,

J, L, and M are each CR_{12}, where each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

K is CR_{12}, where R_{12} is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, and heterocycloalkyl, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R_1 is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, and imino,

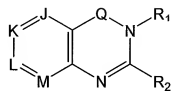
R_2 is -UV,

U is selected from the group consisting of $-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, $-C(O)-$, $-CH_2C(O)-$, $-C(O)CH_2-$, $-CH_2-C(O)CH_2-$, $-C(O)CH_2CH_2-$, $-CH_2CH_2C(O)-$, $-O-$, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$, $-NHCH_2CH_2-$, $-CH_2CH_2NH-$, $-NH-C(O)-$, $-NCH_3-C(O)-$, $-C(O)NH-$, $-C(O)NCH_3-$, $-NHC(O)CH_2-$, $-C(O)NHCH_2-$, $-C(O)CH_2NH-$, $-CH_2NHC(O)-$, $-CH_2C(O)NH-$, $-NHCH_2C(O)-$, $-S-$, $-SCH_2-$, $-CH_2S-$, $-SCH_2CH_2-$, $-CH_2SCH_2-$, $-CH_2CH_2S-$, $-C(O)S-$, $-C(O)SCH_2-$, $-CH_2C(O)S-$, $-C(O)CH_2S-$, $-CH_2SC(O)-$, $-CHR_9-$, $-C(R_9)(R_9)-$, $-N(H)-$, $-N(R_9)-$, (C_{3-7})cycloalkyl, (C_{3-6})heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties,

V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom, and

each R_9 is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties

29 (currently amended) A compound ~~according to claim 13,~~ of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR_9,

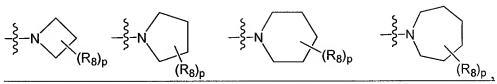
J, L, and M are each CR_{12},

K is CR_{12}, where R_{12} is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, ~~each substituted or unsubstituted~~each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R_1 is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, and halo,

R_2 is -UV,

-UV is selected from the group consisting of



p is 0-12,

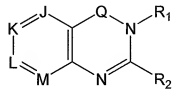
each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, and alkoxy, each substituted or unsubstituted,

each R_9 is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties.

30 (cancelled)

31 (currently amended) A compound of Formula XXIX



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR_9,

J, K, and M are each CR_{12}, where each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

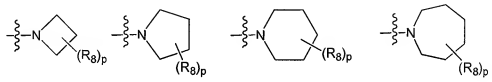
L is CR_{12}, where R_{12} is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R_1 is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-}

$_3$)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, and imino,

R_2 is -UV,

-UV is selected from the group consisting of



p is 0-12,

each R_8 is independently selected from the group consisting of halo, perhalo(C_1-$_{10}$)alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, ~~thio,~~ and alkoxy, each substituted or unsubstituted, and

each R_9 is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties.

32-86 (cancelled)